

ITEL

MAR 7 1988-3 52 PM

INTERSTATE COMMERCE COMMISSION

IteI Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

February 12, 1988

8-067A056

No. MAR 7 1988

Date.....

Fee \$.....

ICC Washington, D.C.

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Quarterly Supplement No. 5 to the Security Agreement
between IteI Rail Corporation and Heller Financial Inc.

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Supplement under the Security Agreement dated as of September 30, 1986, between IteI Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15063.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133

Heller Financial, Inc. (Secured Party)
200 North LaSalle Street
Chicago, Illinois 60601

This Supplement reflects the remarking of units of equipment as set forth on Schedule A-5 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

PS/ke

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/8/88

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco California 94133

Dear Ms. Schumacker:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/7/88 at 3:55pm, and assigned recordation number(s). 15063-H & 15064-F

Sincerely yours,

Narta R. McEue
Secretary

Enclosure(s)

QUARTERLY SUPPLEMENT NO. 5
TO THE SECURITY AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

RECORDATION NO. 15063-H
MAR 7 1988-3 53 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into a Security Agreement (the "Security Agreement") dated as of September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15063;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Schedule A of the Security Agreement to reflect the remarking from time to time of the Units (as defined in the Security Agreement).

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Security Agreement, the parties agree as follows:

1. Schedule A of the Security Agreement is hereby supplemented as set forth on Schedule A-5 attached hereto to reflect that each Unit listed beneath the column entitled "Previous Reporting Marks," respectively, has been remarked to bear the reporting marks listed beneath the column entitled "Current Reporting Marks."

HELLER FINANCIAL, INC.

By Colleen A. Palmer
Title Vice President
Date February 9, 1988

ITEL RAIL CORPORATION

By Robert Kichule
Title VICE PRESIDENT-FINANCE
Date FEBRUARY 4, 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

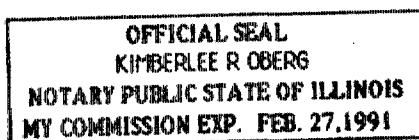
On this 4th day of ~~January~~ ^{February}, 1988 before me personally came Robert C. Kiehle to me known, who, being by me duly sworn, did depose and say that he is the Vice President-Finance of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Rail Corporation; and that he signed his name thereto pursuant to like authority.



Patricia Schumacker
Notary Public

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 10th day of FEBRUARY, 1988 before me personally came COLLEEN A. PALMER to me known, who, being by me duly sworn, did depose and say that she is the VICE PRESIDENT of HELLER FINANCIAL, INC., one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of HELLER FINANCIAL, INC.; and that she signed ^{her} ~~his~~ name thereto pursuant to like authority.



Kimberlee R. Oberg
Notary Public

EXHIBIT A-5

SUPPLEMENT NO. 5 TO SECURITY AGREEMENT
Quarter ending December 31, 1987

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
6/23/87 CSX Transportation	GSCX 5004	CO 380000
	GSCX 5006	CO 380001
46 Gondolas	GSCX 5013	CO 380002
(Greenlease Cars)	GSCX 5016	CO 380003
	GSCX 5018	CO 380004
	GSCX 5020	CO 380005
	GSCX 5025	CO 380006
	GSCX 5026	CO 380007
	GSCX 5029	CO 380008
	GSCX 5030	CO 380009
	GSCX 5032	CO 380010
	GSCX 5033	CO 380011
	GSCX 5037	CO 380012
	GSCX 5044	CO 380013
	GSCX 5048	CO 380014
	GSCX 5052	CO 380015
	GSCX 5053	CO 380016
	GSCX 5057	CO 380017
	GSCX 5060	CO 380018
	GSCX 5061	CO 380019
	GSCX 5065	CO 380020
	GSCX 5066	CO 380021
	GSCX 5070	CO 380022
	GSCX 5071	CO 380023
	GSCX 5077	CO 380024
	GSCX 5078	CO 380025
	GSCX 5081	CO 380026
	GSCX 5082	CO 380027
	GSCX 5083	CO 380028
	GSCX 5087	CO 380029
	GSCX 5092	CO 380030
	GSCX 5093	CO 380031

EXHIBIT A-5

SUPPLEMENT NO. 5 TO SECURITY AGREEMENT
Quarter ending December 31, 1987

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
11/19/86 Canadian Pacific	EACH 2358	QC 77198
	EACH 2360	QC 77199
52 Boxcars	EACH 2363	QC 77200
	EACH 2364	QC 77201
	EACH 2365	QC 77202
	EACH 2366	QC 77203
	EACH 2370	QC 77204
	EACH 2372	QC 77205
	EACH 2375	QC 77206
	EACH 2379	QC 77207
	EACH 2389	QC 77208
	EACH 2390	QC 77209
	EACH 2391	QC 77210
	EACH 2392	QC 77211
	EACH 2393	QC 77212
	EACH 2394	QC 77213
	EACH 2395	QC 77214
	EACH 2398	QC 77215
	EACH 2399	QC 77216
	EACH 2401	QC 77217
	EACH 2407	QC 77218
	EACH 2415	QC 77219
	EACH 2416	QC 77220
	EACH 2417	QC 77221
	EACH 2418	QC 77222
	EACH 2424	QC 77223
	EACH 2428	QC 77224
	EACH 2436	QC 77225
	EACH 2437	QC 77226
	EACH 2438	QC 77227
	EACH 2440	QC 77228
	EACH 2448	QC 77229
	EACH 2454	QC 77230

EXHIBIT A-5

SUPPLEMENT NO. 5 TO SECURITY AGREEMENT
Quarter ending December 31, 1987

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	EACH 2456	QC 77231
	EACH 2459	QC 77232
	EACH 2461	QC 77233
	EACH 2462	QC 77234
	EACH 2465	QC 77235
	EACH 2472	QC 77236
	EACH 2474	QC 77237
	EACH 2475	QC 77238
	EACH 2477	QC 77239
	EACH 2480	QC 77240
	EACH 2783	QC 77241
	EACH 2484	QC 77242
	EACH 2487	QC 77243
	EACH 2488	QC 77244
	EACH 2497	QC 77245
	EACH 2498	QC 77246
	EACH 2500	QC 77247
	GBW 10002	QC 77248
	GBW 10025	QC 77249

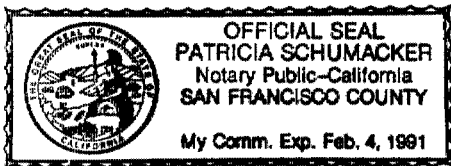
ITEL RAIL CORPORATION

By Robert K. Kelso

Authorized Officer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 4th day of ~~January~~ ^{February}, 1988 before me personally came Robert C. Kiehnle to me known, who, being by me duly sworn, did depose and say that he is the Vice President-Finance of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Rail Corporation; and that he signed his name thereto pursuant to like authority.



Patricia Schumacker
Notary Public